

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Chapter 11

FRANCHISE GROUP, INC., *et al.*,¹

Case No. 24-12480 (LSS)

Debtors.

(Jointly Administered)

Re: Docket Nos. 1283, 1293, 1391 & 1408

**CERTIFICATION OF COUNSEL
REGARDING *FINAL* PROPOSED
ORDER (I) AUTHORIZING FRANCHISE
GROUP INTERMEDIATE V, LLC TO ENTER
INTO AND PERFORM ITS OBLIGATIONS UNDER
THE ASSET PURCHASE AGREEMENT, (II) APPROVING
THE SALE OF CERTAIN ASSETS FREE AND CLEAR OF ALL
CLAIMS, LIENS, RIGHTS, INTERESTS, AND ENCUMBRANCES,
(III) APPROVING THE ASSUMPTION AND ASSIGNMENT OF EXECUTORY
CONTRACTS AND UNEXPIRED LEASES, AND (IV) GRANTING RELATED RELIEF**

1 The Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

On April 16, 2025, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Motion for Entry of an Order (I) Authorizing Franchise Group Intermediate V, LLC to Enter into and Perform Its Obligations Under the Asset Purchase Agreement, (II) Approving the Sale of Certain Assets Free and Clear of All Claims, Liens, Rights, Interests, and Encumbrances, (III) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [Docket No. 1283] (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”). Attached as Exhibit A to the Motion was a proposed sale order (the “Proposed Sale Order”), which was revised on May 2, 2025 [Docket No. 1391] and May 5, 2025 [Docket No. 1408] (the “Revised Proposed Sale Order”).

On May 6, 2025, the Court held a hearing (the “Hearing”) to consider approval of the Revised Proposed Sale Order. At the Hearing, the Court granted the relief sought in the Revised Proposed Sale Order, subject to certain revisions as set forth on the record. The Debtors have incorporated the Court’s comments into the further revised order attached hereto as **Exhibit A** (the “Final Proposed Sale Order”). For the convenience of the Court and all interested parties, a blackline comparing the Final Proposed Sale Order against the Revised Proposed Sale Order is attached hereto as **Exhibit B**.

WHEREFORE, the Debtors respectfully submit that the Final Proposed Sale Order is consistent with the Court’s comments at the Hearing and request that the Court enter the Final Proposed Sale Order without further notice or hearing.

[Signature Page Follows]

Dated: May 6, 2025
Wilmington, Delaware

/s/ Allison S. Mielke

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